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*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
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In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, et al.,	:	Case No. 18-23538 (RDD)
	:	
Debtors.¹	:	(Jointly Administered)
	:	
-----X		

**NOTICE OF FILING OF SEVENTH
SUPPLEMENTAL ORDINARY COURSE PROFESSIONALS LIST**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PLEASE TAKE NOTICE that on November 16, 2018, the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”)² entered an *Order Authorizing Debtors to Employ Professionals Used in the Ordinary Course of Business Nunc Pro Tunc to the Commencement Date* (ECF No. 794) (the “**Order**”) authorizing Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) to establish certain procedures to retain and compensate those professionals that the Debtors employ in the ordinary course of business (collectively, the “**Ordinary Course Professionals**”). Attached to the Order as **Exhibits 1 and 2** are initial lists of Ordinary Course Professionals (collectively, the “**OCP Lists**”).

PLEASE TAKE FURTHER NOTICE that pursuant to the Order, on December 24, 2018 the Debtors retained Polsinelli, P.C. (“**Polsinelli**”) as an Ordinary Course Professional to provide real estate legal advice and related services, subject to the applicable Tier 1 Caps.

PLEASE TAKE FURTHER NOTICE that on February 12, 2019, the Bankruptcy Court entered the *Amended Order Authorizing Debtors to Employ Professionals Used in the Ordinary Course of Business Nunc Pro Tunc to the Commencement Date* (ECF No. 2560) (the “**Amended Order**”) authorizing the Debtors to establish certain procedures to retain and compensate Ordinary Course Professionals subject to the applicable Tier 3 Caps, in addition to the applicable Tier 1 and Tier 2 Caps. Attached to the Amended Order as **Exhibits 1, 2, and 3** are amended lists of Ordinary Course Professionals (collectively, the “**Amended OCP Lists**”).

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Amended Order.

PLEASE TAKE FURTHER NOTICE that pursuant to the Amended Order, the Debtors, in the exercise of their business judgment, seek to add Polsinelli to Tier 3 of the Amended OCP Lists effective *nunc pro tunc* to the Commencement Date.

Tier 3 Ordinary Course Professional

Professional	Address	Contact	Services Performed By Professional
Polsinelli, P.C.	150 N. Riverside Plaza Suite 3000 Chicago, IL 60606	Attn: Mark Gershon	Provides real estate legal advice

PLEASE TAKE FURTHER NOTICE that in accordance with the Amended Order, the Debtors consulted with the U.S. Trustee and the Creditors' Committee in advance of filing this OCP List Supplement and neither party objected to the proposed relief contained herein.

PLEASE TAKE FURTHER NOTICE that attached hereto as **Exhibit A** is the initially completed Ordinary Course Professional Affidavit and Retention Questionnaire for Polsinelli, dated December 14, 2018.

Dated: June 7, 2019
New York, New York

/s/ Jacqueline Marcus
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Completed Ordinary Course Professional Affidavit and Retention Questionnaire

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.¹

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:
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:
:
:

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**AFFIDAVIT AND DISCLOSURE STATEMENT OF MARK A. GERSHON,
ON BEHALF OF POLSINELLI PC**

STATE OF ILLINOIS)

) s.s.:

COUNTY OF COOK)

Mark A. Gershon, being duly sworn, upon his oath, deposes and says as follows:

1. I am a shareholder of Polsinelli PC, located at 150 N. Riverside Plaza, Ste. 3000, Chicago, Illinois (the “**Firm**”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

The Debtors also include SFIC Licensed Business LLC (3718), filed as Case No. 18-23616 and SI-IC Promotions LLC (9626), filed as Case No. 18-23630 (the “Additional Debtors”). The Additional Debtors each filed a motion in their respective chapter 11 cases requesting joint administration with the Debtors for procedural purposes only pursuant to Rule 1015(b) of the Bankruptcy Rules.”

2. Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), have requested that the Firm provide real estate legal services to the Debtors, and the Firm has consented to provide such services (the “**Services**”).

3. The Services include, but are not limited to, the following:

Legal advice on real estate matters.

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors’ chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, such person’s attorneys, or such person’s accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained, except as follows:

a. Polsinelli has represented HRA Fountains, LP and its parent MDC Realty Advisors, as lessor, in a lease agreement with Sears Roebuck & Co., as lessee, for property located at 6575 W. 119th Street, Overland Park, Kansas.

b. Polsinelli has represented Platte Valley Investment, LLC, as lessor, in a lease amendment with Innovel Solutions, Inc., as lessee, for property located in Riverside, Missouri.

5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm.

6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

7. As of the commencement of this chapter 11 case, the Debtors owed the Firm \$76,345 in respect of prepetition services rendered to the Debtors.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of this inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

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Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Disclosure Statement was executed on December 14, 2018, at Chicago, Illinois.



Affiant Name

SWORN TO AND SUBSCRIBED before
Me this 14th day of December, 2018


Notary Public

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”),

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of professional

Polsinelli PC

159 N. Riverside Plaza, Ste 3000

Chicago, Illinois 60606

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2. Date of retention: Polsinelli began providing real estate services for Sears in December 2010. Before that, Polsinelli represented Sears from July 2009-July 2010 in a land use litigation matter.
3. Type of services to be provided:
Real estate legal advice
4. Brief description of services to be provided:
Legal advice on real estate matters
5. Arrangements for compensation (hourly, contingent, etc.):
Hourly
 - (a) Average hourly rate (if applicable): N/A
 - (b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):
\$40,500
6. Prepetition claims against the Debtors held by the company:
Amount of claim: \$76,345
Date claim arose: Beginning May 9, 2018
Nature of claim: Legal services provided
7. Prepetition claims against the Debtors held individually by any member, associate, or employee of the company:
To the best knowledge of the undersigned, no individual member, associate or employee of Polsinelli holds a claim against the Debtors.
Name: N/A (see above)
Status: N/A
Amount of claim: \$N/A
Date claim arose: N/A
Nature of claim: N/A

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the professional is to be employed:
 - a. Polsinelli has represented HRA Fountains, LP and its parent MDC Realty Advisors, as lessor, in a lease agreement with Sears Roebuck & Co., as lessee, for property located at 6575 W. 119th Street, Overland Park, Kansas.
 - b. Polsinelli has represented Platte Valley Investment, LLC, as lessor, in a lease amendment with Innovel Solutions, Inc., as lessee, for property located in Riverside, Missouri.
9. Name and title of individual completing this form:

Mark A. Gershon, Shareholder

Dated: December 14, 2018